

RECORDATION NO. 27186 ^A FILED

APR 11 '08 -11 00 AM

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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of January 16, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27205, 27220 and 27186.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Bakery Feeds
1111 Bryan Griffin Road
Butler, KY 41006

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A description of the railroad equipment covered by the enclosed document is:

50 covered hopper railcars within the series BNBX 122039 - BNBX 122154 as broken down by Mortgage as follows:

Rec. No. 27205: 29 railcars within the series BNBX 122039 - BNBX 122146;

Rec. No. 27220: 8 railcars within the series BNBX 122138 - BNBX 122154;

Rec. No. 27186: 13 railcars within the series BNBX 122046 - BNBX 122097

as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

APR 11 '08 -11 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 16th day of January, 2008, to that certain Master Full Service Railcar Lease dated as of January 16, 2008, between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, a Kentucky corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of January 16, 2008 and that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

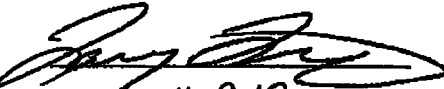
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year as set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 
Name: Larry Littlefield
Title: Vice President
Date: 1-23-08

BAKERY FEEDS, A DIVISION OF GRIFFIN INDUSTRIES, as Lessee

By: 
Name: Bill Reagor
Title: President
Date: 1-16-08

COUNTY OF New York) ss:

WITNESS my hand and official seal.

Indra Sekara

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STATE OF Kentucky)
) SS:
COUNTY OF Campbell)

On January 16, 2008, before me, Wanda Meyers, Notary Public, personally appeared Bill Wilson, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Wanda Meyers



WANDA MEYERS
Notary Public, State-at-Large, Ky
My Commission Expires April 2, 2011

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
Fifty (50)	6351 CF covered hoppers, 286,000 lbs., GRL capacity, AAR Type Code C114 built by Trinity Industries, Inc. in 2007	BNBX 122039 BNBX 122045 BNBX 122046 BNBX 122055 BNBX 122062 BNBX 122063 BNBX 122064 BNBX 122071 BNBX 122072 BNBX 122079 BNBX 122080 BNBX 122081 BNBX 122082 BNBX 122085 BNBX 122086 BNBX 122087 BNBX 122089 BNBX 122090 BNBX 122091 BNBX 122093 BNBX 122095 BNBX 122097 BNBX 122098 BNBX 122102 BNBX 122106 BNBX 122107 BNBX 122108 BNBX 122109 BNBX 122114 BNBX 122115 BNBX 122116 BNBX 122117 BNBX 122120 BNBX 122121 BNBX 122122 BNBX 122128 BNBX 122129 BNBX 122135 BNBX 122136 BNBX 122137 BNBX 122138 BNBX 122140 BNBX 122141 BNBX 122142 BNBX 122144 BNBX 122145

BNBX 122146
BNBX 122147
BNBX 122150
BNBX 122154

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/11/08



Robert W. Alvord